FORM D

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix	Serial						
DATE RE	CEIVED						
	- 1						

Name of Offering (check if this is an amendment and name has changed, and indicate ch	nange.)	
Series A Preferred Stock Financing.		
File Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6)	ULOE
Type of Filing: New Filing Amendment		Mill straigm same sure
A. BASIC IDENTIFICATION	ON DATA	
Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and name has changed, and indica	te change.)	
Marketbright, Inc.	धम्ल	08059920
Address of Executive Offices (Number and Street, City, State, Zip Code)	- जादा। T TOCOUNTE Goriton	Telephone Number (Including August
1150 Bayhill Drive, Suite 215, San Bruno, CA 94066	. Self serents	(650) 641-2817
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	ALL COURT	Telephone Number (Including Area Code)
(if different from Executive Offices)		Same as above
Same as above	<u> </u>	
Brief Description of Business	< 100	
On-demand marketing automation platform enabling self-ser qualification, and closed-loop marketing analytics	vice campaign exec	cution, automated lead scoring and
Type of Business Organization		4.4
	☐ other	(please specify):
business trust limited partnership, to be formed		
Actual or Estimated Date of Incorporation or Organization: Month 0 7	Year 0 5	Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrev	iation for State:	
CN for Canada; FN for other foreign jurisd	iction) D F	

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Fallure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC IDENTI	FICATION DATA		
 Each beneficial own securities of the issu 	e issuer, if the issumer having the poten;	er has been organized with wer to vote or dispose, or	direct the vote or dispos	•	
 Each executive office Each general and management 		corporate issuers and of corporate issuers and of corporate issuers.	rporate general and manag	ging partners of pa	rtnership issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if Lindars, Dom	individual)				
Business or Residence Addres 1150 Bayhill Driv		reet, City, State, Zip Code) nn Bruno, CA 94066			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Bower, Erik	individual)				
Business or Residence Addres 1150 Bayhill Driv	•	reet, City, State, Zip Code) in Bruno, CA 94066			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if Weissman, Ron	individual)				
Business or Residence Addres 10 Oak Hollow V	•				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if Lindzon, Howard					
Business or Residence Addres 5110 N. 40 th Street					
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Greycroft Partne	,		•		
Business or Residence Addres 153East 53 rd Street					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Knight's Bridge	•	s Fund I (U.S.), L.P.			
Business or Residence Addres	•	reet, City, State, Zip Code) s GP, L.P., Scotia Plaza, S		t West Toronto	Ontario M5H 3V2
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and St	reet, City, State, Zip Code)	·		
	(Use blank	sheet, or copy and use add	itional copies of this sheet	, as necessary.)	_

					B. INFOR	MATION	ABOUT O	FFERING					
1.	Has the issue	r sold, or do	es the issu						=			Yes	No ⊠
•	11 / · · · · · · · · · · · · · · · · · ·				-	•		ling under U			c NI/A		
2.	What is the r	ninimum inv	estment th	iat will be	accepted ti	om any ind	ividual?	***************************************	******************		\$ <u>IN/A</u>	-	
	Does the offe		•	-	_							Yes	No □
	Enter the in commission a person to be states, list the broker or dea	or similar re le listed is a e name of t	muneration In associate he broker	n for solic ed person or dealer.	itation of p or agent of If more tl	urchasers in a broker of nan five (5)	n connection r dealer reg persons to	n with sales istered with be listed a	of securities the SEC an	s in the offer d/or with a	ring. If state or	_	
Full	Name (Last n N/A	ame first, if	individual)									
Busi	ness or Resid	ence Addres	s (Numbe	r and Stree	et, City, Sta	te, Zip Cod	e)						
Nam	e of Associat	ed Broker or	r Dealer										
State	s in Which P	erson Listed	Has Solic	ited or Int	ends to Sol	icit Purchas	sers						
(C	heck "All Sta	tes" or chec	k individu	al States)								☐ A	l States
[A]	L] [AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID	}
[11]	.] [IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[M0	0]
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[R	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[W]	[WY]	[P F	l }
Full	Name (Last n N/A	ame first, if	individua)		* *							
Busi	ness or Resid	ence Addres	s (Numbe	r and Stree	et, City, Sta	te, Zip Cod	e)			,			
	N/A												
Nam	e of Associat	ed Broker o	r Dealer										
	N/A												
	s in Which P heck "All Sta											ПА	II States
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	Name (Last n				[0.]		[]	[]	[]		[]		
	N/A	•											
Busi	ness or Resid	ence Addres	ss (Numbe	r and Stree	et, City, Sta	ite, Zip Cod	e)						
	N/A										,.		
Nam	e of Associat	ed Broker o	r Dealer										
	N/A												
	s in Which P heck "All Sta											□ A	II States
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[11]		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[M0)]
[M		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[P A	\]
ſR		[SD]	[TN]	[TX]	rum	[VT]	[VA]	[WA]	(WV)	[W]	[WY]	[PF	21

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

 Enter the aggregate offering price of securities included in this offering and t already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exc check this box and indicate in the columns below the amounts of the secur exchange and already exchanged. 	change offering,	
Type of Security	Aggregate Offering l	
Debt	\$ -C)- \$ -0-
Equity	\$ <u>2,</u>	600,000 S 2,600,000
	<u></u>	
Convertible Securities (including warrants)	\$ <u>See A</u>	bove \$ See Above
Partnership Interests	\$ <u>-(</u>) - \$
Other (Specify)	\$ -c) - \$ -0-
Total	\$ <u>2,</u>	600,000 \$ 2,600,000
Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchamounts of their purchases. For offerings under Rule 504, indicate the number of person	sons who have purchased secu	
dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zo	ero." Numbe Investor	
Accredited Investors	6	\$ 2,600,000
Non-accredited Investors	0-	\$ -0-
Total (for filings under Rule 504 only)		\$ N/A
Answer also in Appendix, Column 4, if filing under ULG		
3. If this filing is for an offering under Rule 504 or 505, enter the information is securities sold by the issuer, to date, in offerings of the types indicated, in months prior to the first sale of securities in this offering. Classify securities Part C - Question 1.	the twelve (12)	
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$ -0-
Regulation A	N/A	s -0-
Rule 504		s -0-
Total		\$ -0-
4. a. Furnish a statement of all expenses in connection with the issuance and di securities in this offering. Exclude amounts relating solely to organization expen The information may be given as subject to future contingencies. If the amount of is not known, furnish an estimate and check the box to the left of the estimate.	ises of the issuer.	
Transfer Agent's Fees		□ \$ -0-
Printing and Engraving Costs		□ s -0-
Legal Fees		S To be determined
Accounting Fees		
Engineering Fees		□ s -0-
Sales Commissions (specify finder's fees separately)		□ S -0-
Other Expenses (identify)		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Total

S To be determined

	C. OFFERING PA	RICE, NUMBER OF INVESTORS, EXPENSES	AND USE	OF PROCEED	S	
	b. Enter the difference between the Question 1 and total expenses furnish	aggregate offering price given in response to Part C ed in response to Part C - Question 4.a. This differe	ence is the		\$	2,600,0000
5.	used for each of the purposes shows estimate and check the box to the left	ljusted gross proceeds to the issuer used or propose. If the amount for any purpose is not known, fit of the estimate. The total of the payments listed mater set forth in response to Part C - Question 4.b. ab	urnish an ust equal			
			•	Payments to Officers, Directors, & Affiliates	Pa	ayments To Others
	Salaries and fees		. □s_	-0-	□ \$_	-0-
	Purchase, rental or leasing and in	nstallation of machinery and equipment	. 🗆 s 🗌	-0-	□ \$	-0-
	Construction or leasing of plant	buildings and facilities	. 🗆 s_	-0-	□ s <u> </u>	-0-
	offering that may be used in excl	cluding the value of securities involved in this nange for the assets or securities of another	. 🔲 \$_	-0-	□ s	-0-
	Repayment of indebtedness		. 🗆 s _	-0-	□ s	-0-
	Working capital		. 🔲 s 🗌	-0-	⊠ s	2,600,000
	Other (specify_		□ s_	-0-	□ s	-0-
	Column Totals		. 🗆 s	-0-	⊠ \$_	2,600,000
	Total Payments Listed (column t	otals added)			3 s	2,600,000
		D. FEDERAL SIGNATURE				
foll	owing signature constitutes an undertal	be signed by the undersigned duly authorized poking by the issuer to furnish to the U.S. Securities a ssuer to any non-accredited investor pursuant to par	nd Exchan	ge Commission,	ed under I upon writ	Rule 505, the ten request of
Iss	uer (Print or Type)	Signature	-	ate		
Ma	arketbright, Inc.	MK	=^	Augusta 1, 2008	3	
Na	me or Signer (Print or Type)	Title of Signer (Print or Type)				
D٥	m Lindars	Chief Executive Officer				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.262 pre of such rule?	esently subject to any of the disqualification prov	isions Yes No						
	See Appendi	x, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to (17 CFR 239.500) at such times as required by	o furnish to any state administrator of any state in by state law.	n which this notice is filed a notice on Form D						
3.	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
	e issuer has read this notification and knows the y authorized person.	e contents to be true and has duly caused this not	ice to be signed on its behalf by the undersigned						
Issı	er (Print or Type)	Signature /	Date						
Marketbright, Inc.		+	August 21, 2008						
Nar	ne (Print or Type)	Title (Print or Type)							

Chief Executive Officer

Instruction

Dom Lindars

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	1			APPE	NDIX			1	
l	Inten to non- accredi investo State	ted	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	·	4 Type of investor and amount purchased in State (Part C-Item 2)				ification ate ULOE , attach ation of granted) -Item 1)
State	YES	NO		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		×	Series A Preferred- \$50,000.00	1	108,838 shares at \$50,000.00	0	\$0.00		Ø
AR									
CA		☒	Series A Preferred- \$50,000.00	2	108,838 shares at \$50,000.00	0	\$0.00		×
СО									
СТ									
DE				:					
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ні									
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ME							·-···		
MD							,		
MA									
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APPENDIX										
1	to non- investo	nd to sell accredited rs in State	Type of security and aggregate offering price offered in state		Type of inve	estor and sed in State		Disqualif under Stat (if yes, a explanat waiver g	e ULOE attach ion of ranted)	
State	YES	B-Item 1) NO	(Part C-Item 1)	Number of Accredited Investors	(Part C-It	Number of Non- Accredited Investors	Amount	(Part E	No	
MT										
NE						- <u></u>				
NV										
NH										
NJ										
NM										
NY		×	Series A Preferred- \$2,000,000. 00	1	4,353,505 shares at \$2,000,000.00	0	\$0.00		⊠	
NC										
ND										
ОН										
ок										
OR										
PA										
PR										
RI										
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